



AVADH/SE/2026-27/10

May 29, 2026

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza'
C - 1, Block G, Bandra-Kurla Complex
Bandra (E)
Mumbai 400051
SYMBOL – AVADHSUGAR

The Manager
Listing Department
BSE Ltd.
1st Floor, New Trading Ring
Rotunda Building, P.J. Towers
Dalal Street, Fort
Mumbai-400 001
STOCK CODE - 540649

Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2026

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Annual Secretarial Compliance Report for the financial year 2025-26.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,
For Avadh Sugar & Energy Limited

Prashant Kapoor
Company Secretary
ACS 15576

Encl – as above



K. K. BIRLA GROUP OF SUGAR COMPANIES

Corporate Office: 5th Floor, Birla Building, 9/1 R. N. Mukherjee Road, Kolkata 700 001. Email: birlasugar@birla-sugar.com

Phone: + 91 33 2243 0497 / 8, 2248 7068, 3057 3000, 3041 0900 Fax: + 91 33 2248 6369

Regd. Office: P.O. Hargaon, Dist. Sitapur, U.P., PIN 261 121 . Website: www.avadhsugar.com . CIN:L15122UP2015PLC069635

VINOD KOTHARI & COMPANY

Practicing Company Secretaries
B-42, Metropolitan Co-operative Housing Society, Dhapa
Kolkata – 700 105, India
Phone: 033 – 4501 7864
Email: corplaw@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No. -AAMFV6726E
GSTIN - 19AAMFV6726E1ZR
Udyog Aadhaar Number – WB10D0000448

Secretarial Compliance Report of Avadh Sugar and Energy Limited for the financial year ended 31st March, 2026

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Avadh Sugar and Energy Limited (“Listed Entity”/”Company”)**,
- (b) the filings/ submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st March, 2026 (“**Review Period**”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”/”**LODR**”);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not Applicable during Review Period
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable during Review Period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable during Review Period;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable during Review Period;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable.

and circulars/ guidelines issued thereunder, and based on the above examination, we hereby report that, during the Review Period:

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- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

<i>Sr. No.</i>	<i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i>	<i>Regulation/ Circular No.</i>	<i>Deviations</i>	<i>Action Taken by</i>	<i>Type of Action</i>	<i>Details of Violation</i>	<i>Fine Amount</i>	<i>Observations /Remarks of the PCS</i>	<i>Management Response</i>	<i>Remarks</i>
Nil										
Also see Table below, as may be applicable										

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(b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended (The years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
1.	At its meeting held on November 12, 2024, the Board of Directors reconstituted the Audit Committee, pursuant to which it comprised of three IDs and two Non-IDs, resulting in the proportion of IDs falling	2024-25	As per Reg. 18(1)(b) of the Listing Regulations, at least 2/3rd of the members of — the Audit shall Committee comprise of independent directors.	Fine of Rs. 26,000 plus taxes imposed by each stock exchange viz. BSE and NSE on the Company vide letter dated May 29, 2025. NSE vide letter dated August 1, 2025, considered request for waiver filed by the Company favourably.	As per the reconstituted Audit Committee of the Company, the strength of 2/3rd came to 3.33 who were to be Independent Directors. The Company — for the purpose of compliance of Regulation 18 of Listing Regulations,	Complied.

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	<p>below 2/3rd of the total composition. But subsequently on a clarification sought by the Exchange and after a communication with them, the Board of Directors reconstituted the composition of the Audit Committee in its meeting held on February 26, 2025 to align it with Regulation 18(1) of the Listing Regulations. It now comprises of three IDs and one Non-ID.</p>				<p>going by mathematical prudence of rounding off, considered 2/3rd as “3” since it was less than 3.50. But on a clarification sought by the Exchange and after a communication with them, the Company was informed that the decimal / fraction shall be rounded off to the higher number. Immediately thereafter, the Board Reconstituted the composition of the Audit Committee in its meeting held on February 26, 2025. It now comprises of three IDs and one Non-ID.</p>	
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2.	Postal Ballot notice dated February 11, 2025, was sent to shareholders on February 18, 2025, the same was submitted to the stock exchanges, however, we have observed that the listed entity has not submitted XBRL for the same.	2024-25	As per the captioned circular, the listed entity is required to submit the notices of Shareholders' Meeting in XBRL format within 24 hrs from the pdf filings.	None	The management has taken note of the same and has assured to comply with the same.	Noted.
3.	There was a delay of almost one day in filing the outcome of the Board meeting convened on May 13, 2024 w.r.t. dividend in XBRL mode.	2024-25	XBRL filing under reg. 30 of the Listing Regulations	None	The delay of just one day was due to technical issue.	Noted.

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4	The date of Board Meeting held on April 11, 2024 missed out in the CG Report filed for the quarter ended June 30, 2024	2024-25	As per Regulation 27(2) clause (b) of the Listing Regulations, the Company was required to submit a quarterly compliance report on corporate governance within twenty-one days from the end of respective quarter.	None	The mention of the date of Board Meeting held on April 11, 2024 was inadvertently missed out in the CG Report for the June, 2024 quarter.	Noted.
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- I. We hereby report that, during the Review Period the compliance status of the Listed Entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes Yes	
3.	<u>Maintenance and disclosures on website:</u> <ul style="list-style-type: none">The Listed Entity is maintaining a functional website.Timely dissemination of the documents/information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.	Yes	

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Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
4.	<u>Disqualification of Director(s):</u> None of the director(s) of the Listed Entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.	Yes	We have relied on the declarations given by directors and the information available on public domain.
5.	<u>Details related to subsidiaries of the Listed Entity have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA	The Company does not have any subsidiary and hence the same is not applicable.
6.	<u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	We have relied on the information available on the website of the Company, as well as, have obtained management representation for the records physically maintained by the Company.
7.	<u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	The Company has conducted the performance evaluation in the meeting dated May 12, 2025.
8.	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes NA	

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9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Based on the confirmation received from the Company and publicly available information, there has been no instance of any action(s) taken by the SEBI and/or stock exchanges against the Company, except imposition of a fine of Rs. 26,000 plus applicable taxes by each stock exchange for non-compliance with Regulation 18 of LODR regarding composition of Audit Committee. Subsequently, NSE <i>vide</i> letter dated August 1, 2025, considered request for waiver filed by the Company favourably.
12.	<u>Resignation of statutory auditors from the Listed Entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the Listed Entity and / or its material	NA	There has been no resignation of statutory auditors from the Listed Entity during the Review Period.

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Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
	subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliances observed for any SEBI regulation/circular/guidance note etc., except as reported above.	Yes	

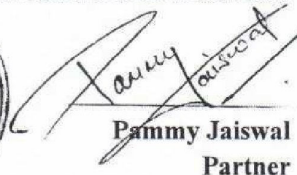
We further report that the Listed Entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. - Not Applicable during the Review Period.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the Listed Entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

For M/s Vinod Kothari & Company
Practicing Company Secretaries
Unique Code: P1996WB042300




Pammy Jaiswal
Partner

Membership No.: A48046
CP No.: 18059

UDIN: A048046H000343099

Peer Review Certificate No.:4123/2023

Place: Kolkata
Date: May 12, 2026